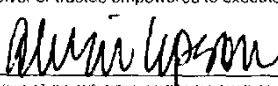


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  <b>99 MAR 17 PM 1:50</b>	
<b>FILING FEE</b> <b>\$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # M97000000345</b> <b>MIDWEST CENTERS, LTD., A LIMITED LIABILITY COMPANY</b> <b>3307 CLIFTON AVENUE</b> <b>CINCINNATI OH 45220</b>				<b>1a. Principal Place of Business Address</b>  <b>3307 CLIFTON AVENUE</b> <b>CINCINNATI OH 45220</b>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip                      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip                      Country		<b>3. Date Organized or Qualified</b> <b>06/16/1997</b>  <b>4. FEI Number</b> <b>31-1173074</b>  <b>5. Date of Last Report</b> <b>03/09/1998</b>	
<b>3a. State of Formation</b> <b>OH</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>  <b>KATZ, MARTIN V</b> <b>625 NORTH FLAGLER DRIVE 9TH FLOOR</b> <b>WEST PALM BEACH FL 33401</b>			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-appointing)</small>		
<b>10. Title</b>  <b>MGR</b>	<b>Managing Members/Managers</b>  <b>LIPSON, ALVIN</b>	<b>Business Street Address</b>  <del>425 LAFAYETTE</del> <b>3307 CLIFTON AVE</b>		<b>City, State and Zip Code</b>  <b>CINCINNATI, OH 45220</b>	
<b>11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.</b>					
<b>SIGNATURE:</b>		 <b>ALVIN LIPSON</b>		<b>3/4/99 513-751-5300</b>	